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JUL 08 2011

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FILE NO: 77937.5

July 8, 2011

BY HAND

Loudoun County Board of Supervisors
c/o Clerk to the Board
1 Harrison Street, S.E., Fifth Floor
Leesburg, Virginia 20175

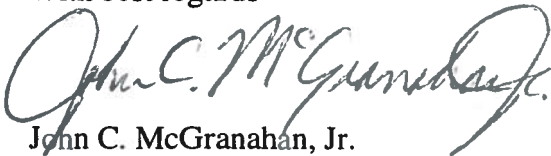
Kincora Community Development Authority

Dear Board Members:

Pursuant to the provisions of Virginia Code § 15.2-5153, *et seq.*, and the Code of Loudoun County, Virginia § 1098.01, *et seq.*, we hereby submit on behalf of the landowner, NA Dulles Real Estate Investor ("Petitioner"), the "PETITION PURSUANT TO VIRGINIA CODE SECTION 15.2-5153 FOR THE CREATION OF THE KINCORA COMMUNITY DEVELOPMENT AUTHORITY" ("Petition"), together with exhibits. This submission is intended by Petitioner to satisfy the commitment made in the first sentence of the final paragraph of Proffer III.C. of the Proffer Statement approved by the Board of Supervisors with ZMAP 2008-0021, Kincora Village Center.

If you have any questions regarding this submission, please contact me at (703) 714-7464. We look forward to continuing the dialogue with the County regarding the Kincora Community Development Authority and the Virginia Transportation Infrastructure Bank as means of expediting construction of these critical missing segments of Gloucester Parkway and Pacific Boulevard.

With best regards



John C. McGranahan, Jr.

Enclosure



Loudoun County Board of Supervisors
July 8, 2011
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cc: Mr. Tim Hemstreet
Mr. Mark Adams
Mr. Ben Mays
John R. Roberts, Esquire
Ms. Susan Glass
Mr. Michael W. Scott
Mr. Daniel P. Coughlan

**PETITION
PURSUANT TO VIRGINIA CODE SECTION 15.2-5153
FOR THE CREATION OF THE
KINCORA COMMUNITY DEVELOPMENT AUTHORITY**

**TO THE BOARD OF SUPERVISORS
OF LOUDOUN COUNTY, VIRGINIA**

WHEREAS, the Board of Supervisors (the "Board") of Loudoun County, Virginia (the "County"), by its actions and resolutions, has expressed its commitment to pursuing construction of critical public transportation improvements, utilities and infrastructure for the citizens of Loudoun County; and

WHEREAS, given the limited public funds available from the Commonwealth of Virginia for construction of transportation improvements in Loudoun County, the Board has pursued other available means of funding critical transportation improvements, such as the transportation bond referendum in November 2006, as long as those means are fiscally responsible and consistent with applicable County policies; and

WHEREAS, the Revised General Plan specifically recommends that the Board should "seek the provision of necessary public facilities, utilities and infrastructure concurrent with development through a variety of mechanisms such as proffers, user fees, impact fees, and special taxing districts" (Revised General Plan, Chapter 3: Fiscal Planning and Public Facilities, Fiscal Planning and Budgeting Policy 4., page 4); and

WHEREAS, the Countywide Transportation Plan ("CTP") specifically recommends that the Board will "continue to seek innovative funding measures, such as bond financing, special taxing districts, private toll roads, SAFETEA-LU grants; Community Development Authorities (CDAs), and measures envisioned by the Public-Private Partnership Act (PPTA) to assist in financing roads, alternative transportation mode(s) and transit improvements" (CTP, Chapter 8: Funding, Funding Policy 3., pages 8-10 and 8-11); and

WHEREAS, the CTP specifically identifies the extension of Gloucester Parkway from the planned Route 28/Nokes Boulevard interchange west across Broad Run to Loudoun County Parkway (the "Gloucester Parkway Extension") and the extension of Pacific Boulevard from its current northern terminus, northward and parallel to Route 28, across Broad Run, and connecting to Russell Branch Parkway (the "Pacific Boulevard Extension"), as components of the planned regional road network to serve eastern Loudoun County; and

WHEREAS, the Gloucester Parkway Extension and the Pacific Boulevard Extension will complete critical links in the planned transportation network for eastern Loudoun County, and will provide significant alternative routes for the residents and employees of this area of Loudoun County; and

WHEREAS, the Gloucester Parkway Extension and the Pacific Boulevard Extension will establish new roads that are parallel to Route 28 and Route 7 which are necessary, with the

various existing and planned interchanges, to permit Route 28 and Route 7 to function fully as limited access highways, and the full benefit of the interchanges will only be achieved when the Gloucester Parkway Extension and the Pacific Boulevard Extension are constructed; and

WHEREAS, the citizens of Loudoun County and all travelers to and from this area of Loudoun County will benefit significantly from the timely construction of the Gloucester Parkway Extension and the Pacific Boulevard Extension; and

WHEREAS, the current projected cost of the Gloucester Parkway Extension is approximately \$32 million and the current projected cost of the Pacific Boulevard Extension is \$27 million; and

WHEREAS, there currently are no available public funds to construct the Gloucester Parkway Extension and/or the Pacific Boulevard Extension, and public funds to construct these road improvements are not anticipated to be available in the foreseeable future; and

WHEREAS, the undersigned landowner ("Petitioner") is the current owner of the approximately 392 acres of undeveloped land through which most of the Gloucester Parkway Extension and the Pacific Boulevard Extension are to be constructed; and

WHEREAS, on July 21, 2009, the Board approved special exception application SPEX 2008-0054 (the "Ballpark SPEX") to permit construction of a minor league ballpark, 901,211 square feet of commercial office uses and 74,000 square feet of ancillary retail uses on a portion of such land; and

WHEREAS, on July 12, 2010, the Board approved rezoning application ZMAP 2008-0021 (the "Rezoning") to permit development on the remainder of such land of a keynote employment community to be known as "Kincora," as more particularly described in the materials filed with the rezoning application; and

WHEREAS, the timely development of the subject property will (i) promote economic development and tax base expansion in Loudoun County, (ii) facilitate the construction of the Gloucester Parkway Extension and the Pacific Boulevard Extension, (iii) facilitate construction of a regional public trail along Broad Run that ultimately will connect the W&OD Trail with the trail network north of Route 7, and (iv) facilitate construction and interconnection of regional public utilities on and in the vicinity of the Kincora project; and

WHEREAS, Petitioner desires to join with the Board to create a mechanism for the funding of certain infrastructure improvements that will serve regional needs beyond the uses proposed with the Rezoning and the Ballpark SPEX, such as the Gloucester Parkway Extension and the Pacific Boulevard Extension, so that these infrastructure improvements will not be constructed piecemeal over time, but will be constructed as complete facilities, and significantly sooner than they would be constructed as development occurs; and

WHEREAS, Petitioner desires to establish such a mechanism without placing a financial burden on other property owners or residents within Loudoun County and without requiring Loudoun County to contribute general funds or secondary road funds for such infrastructure improvements; and

WHEREAS, in 2011, the Virginia General Assembly established the Virginia Transportation Infrastructure Bank ("VTIB"), which could provide a State-subsidized loan or other financial assistance for construction of the Gloucester Parkway Extension and/or the Pacific Boulevard Extension; and

WHEREAS, Petitioner has determined that a community development authority (the "Authority") affords the best mechanism for providing such infrastructure improvements, and could facilitate and/or supplement financial assistance from the VTIB, with the CDA District as defined below and outlined in Exhibit A and Exhibit B to this Petition; and

WHEREAS, the Authority, as proposed with this Petition, will comply fully with the Special Assessment District Policy the Board of Supervisors adopted on November 1, 2005; and

WHEREAS, all of such infrastructure improvements provided by the Authority shall be provided out of Authority funds and shall not be provided out of County funds; and

WHEREAS, the County is prohibited by law from incurring any liability with respect to the bonds issued by the Authority or any other obligations of the Authority.

NOW, THEREFORE, the undersigned Petitioner, pursuant to Virginia Code § 15.2-5153, does hereby petition the Board to establish, by resolution pursuant to Virginia Code § 15.2-5155, the Authority. In support of this Petition, Petitioner states as follows:

1. Petitioner and District. Petitioner is the fee simple owner of one hundred percent (100%) of the value and acreage of all of the real property proposed to be included within the geographic boundaries of the Authority (such real property is referred to collectively as the "CDA District"). A list of the parcels to be included within the CDA District is attached to this Petition as Exhibit A and is incorporated into this Petition by this reference. All parcels within the CDA District are located exclusively within Loudoun County, Virginia. The CDA District boundaries are shown on the map attached to this Petition as Exhibit B and incorporated into this Petition by this reference, but may be expanded by the Board pursuant to Virginia Code § 15.2-5155A by subsequent resolution upon petition filed pursuant to state statute. The CDA District as proposed complies with all requirements of Virginia Code § 15.2-5153 for establishment of a community development authority. Petitioner requests that the Authority be called the "**Kincora Community Development Authority.**"

2. Description of Services and Facilities. The Authority shall be formed for the purposes of, among other things, acquiring, financing, constructing and providing the construction, installation, operation, maintenance (unless dedicated to and accepted by the appropriate governmental entity), replacement, relocation and alteration of new roads, utilities and facilities identified by the Authority in Exhibit C, including, without limitation, (a) sanitary sewer mains and lines and pump stations, (b) water mains and lines, pump stations and water storage facilities; (c) storm sewer mains and lines, (d) landscaping and related site improvements; (e) parking facilities; (f) sidewalks; (g) storm water management and retention systems (including best management practices); (h) lighting; (i) street and directional signage; (j) wetlands mitigation; (k) a regional public trail along Broad Run that ultimately will connect the

W&OD Trail with the trail network north of Route 7; and (l) any and all facilities and services appurtenant to the above (collectively, all such existing and new public roads, utilities and facilities hereinafter, the "Infrastructure"). The Authority may contract for and/or incur all necessary expenses to accomplish the above and all related purposes, and all such operating expenses of the Authority, including, without limitation, administrative, underwriting, accounting, engineering and legal (all collectively hereinafter, "the operation of the Authority"), shall be included within the scope of any bonds issued by the Authority.

3. Description of Provision and Financing of Services and Facilities. The Infrastructure shall be constructed by the Authority upon availability of funding. As set forth in paragraph 2 above, the Authority may contract for all services required for the operation of the Authority and the providing of the Infrastructure. The County and the Authority may contract with each other and with other parties necessary or desirable for the operation of the Authority and providing of the Infrastructure or services directly related to the operation of the Authority.

The proposed plan for the operation of the Authority and for the provision of the Infrastructure is as follows:

- (a) The Authority may issue revenue bonds for the operation of the Authority and for the provision of the Infrastructure or any portion thereof, and for the administrative and other authorized costs and expenses of issuing such bonds and performing the work necessary to provide the Infrastructure or any portion thereof. The bonds shall be payable solely from revenues received by the Authority.
- (b) Petitioner proposes that the Authority request the Board to establish a special assessment upon the CDA District to finance the Infrastructure as provided in § 15.2-5158(A)(5).
- (c) Debt service of the Authority may be covered in whole or in part by the levy and collection by the County of an annual special tax in an amount calculated to cover principal, interest and administrative costs in connection with any financing by the Authority.

4. Expected Benefits from the Provision of Proposed Services and Facilities. The provision of the Infrastructure will facilitate the County's efforts to attract new business and economic development to the County in furtherance of the County's business development strategy as provided in the Revised General Plan. The Infrastructure will serve regional needs beyond the CDA District and also is necessary to meet the increased demands placed upon the County as a result of the development within the CDA District. The development of the area within the CDA District, which would be enabled by the Infrastructure, and the implementation of the County's comprehensive plan goals, will enhance the County's tax base by increasing tax revenues and by increasing the values of the real property developed within the CDA District.

5. Members of the Authority. The Authority shall have five members appointed by the Board pursuant to Virginia Code § 15.2-5113; provided, however, that the members so

appointed shall consist of a majority of Petitioner or its designees or nominees. The members shall meet the following criteria:

- (a) at least one member shall have extensive professional experience in engineering or construction;
- (b) at least one member shall have extensive professional experience in accounting, commercial finance or banking;
- (c) at least one member shall have extensive professional experience in real estate sales and/or land development; and
- (d) at least one member shall have extensive professional experience as a government finance officer or in governmental finance.

Members of the Board shall not serve as members of the Authority. Members are not required to be residents of Loudoun County. The members shall serve four-year staggered terms.

6. Duration/Abolition of the Authority. The Authority may be abolished at any time by appropriate action of the Board, provided that no such abolition shall occur while any Authority obligation remains outstanding. Furthermore, it is contemplated that the Authority shall continue to exist beyond the retirement of all of its obligations to the extent necessary and/or appropriate for the continued operation of the Authority.

7. Waiver. Petitioner intends to provide a waiver of the thirty (30) day period to withdraw its signature from this Petition as provided in Virginia Code § 15.2-5156(B).

ACCORDINGLY, for the reasons above, and in reliance upon the assurances and covenants set out herein, Petitioner respectfully requests that the Board establish the Kincora Community Development Authority for the purposes set forth in this Petition.

IN WITNESS WHEREOF, Petitioner has executed this Petition in the space provided on the signature page that follows pursuant to due authority.

Executed this 8th day of July, 2011, as represented by the following signature.

[SIGNATURE ON ATTACHED PAGE]

**SIGNATURE PAGE FOR
KINCORA COMMUNITY DEVELOPMENT AUTHORITY PETITION**

WITNESS the following signature:

NA DULLES REAL ESTATE INVESTOR LLC,
a Delaware limited liability company
Title Owner of Loudoun County Tax Map Parcels
042-29-6582 and 041-29-8238

By: Michael W. Scott
Name: Michael W. Scott
Title: Managing Member

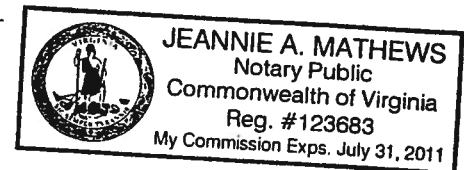
COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared Michael W. Scott, as Managing Member
of NA Dulles Real Estate Investor LLC, who acknowledged that he executed the foregoing
Petition with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this 8th day of
July, 2011.

Jeannie A. Mathews
Notary Public

My Commission expires: 7-31-11



Exhibits:

- Exhibit A - List of Parcels
- Exhibit B - Map of CDA District Boundaries
- Exhibit C - Description of Proposed Improvements

EXHIBIT A

**KINCORA COMMUNITY DEVELOPMENT
AUTHORITY DISTRICT PROPERTIES/PARCELS
PROPOSED FOR INCLUSION IN DISTRICT**

Tax Map	Owner	Acres
042-29-6582	NA Dulles Real Estate Investor LLC c/o Tritec Development Group, LLC 45 Research Way, Suite 100 East Setauket, NY 11753	± 39.76
041-29-8238	NA Dulles Real Estate Investor LLC c/o Tritec Development Group, LLC 45 Research Way, Suite 100 East Setauket, NY 11753	± 352.09

EXHIBIT B

Map of CDA Boundaries with Tax Map Parcel Nos.

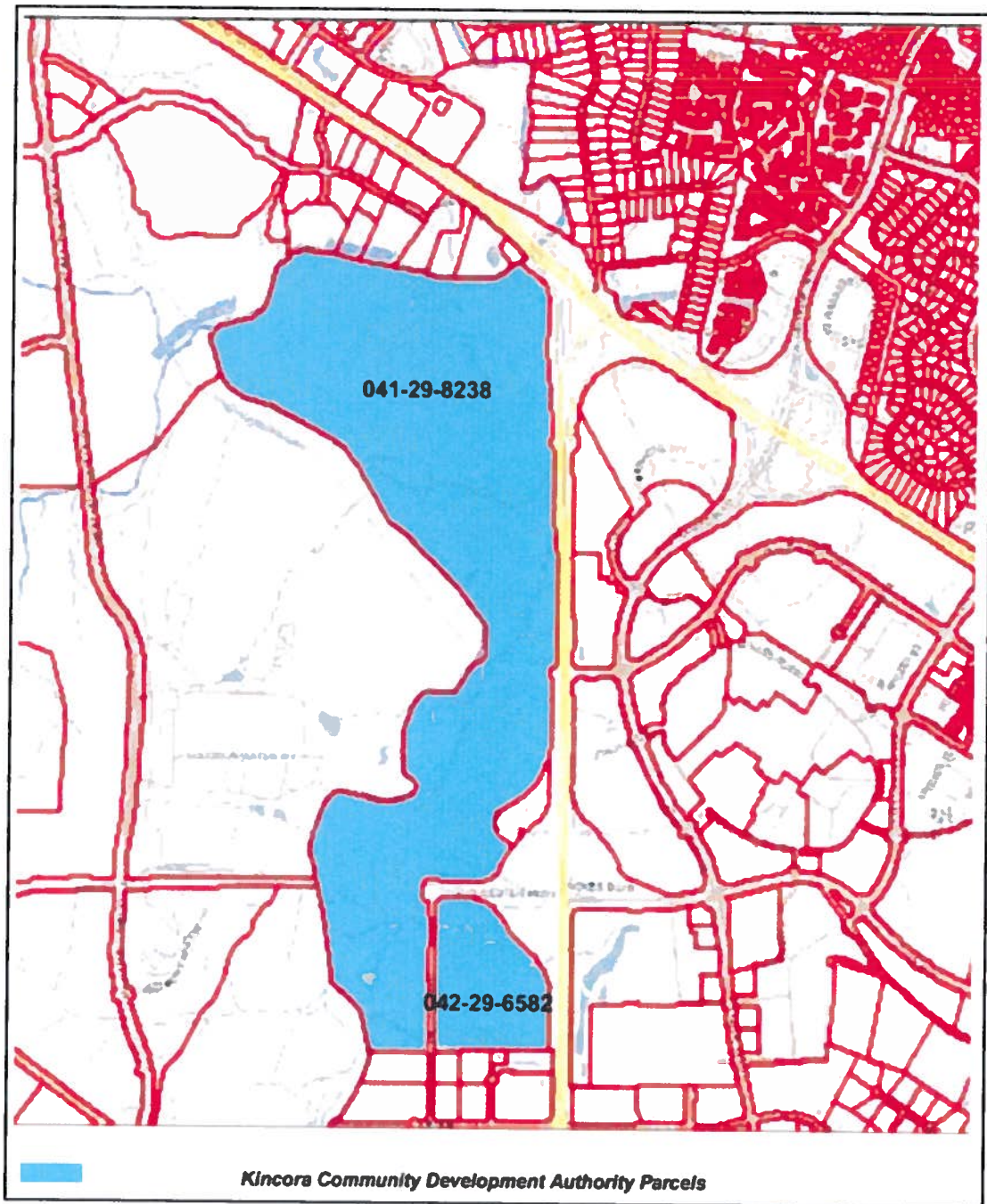


EXHIBIT C

Description of Proposed Public Improvements

Public Improvements	Estimated Cost to be Financed
Extension of Gloucester parkway from the Route 28/Nokes Boulevard Interchange to Loudoun County Parkway	\$32,000,000
Extension of Pacific Boulevard from existing terminus to the south of the project to existing Russell Branch Parkway to the north	26,900,000
Extension of regional utilities along Pacific Boulevard and connecting the sewer pumping station	5,600,000
Contribution to trail infrastructure within proposed 150-acre natural park	2,000,000
TOTAL	\$66,500,000